

Before the
PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA
DOCKET NO. 2021-___-C

IN RE:)	
)	
Joint Application of)	
)	
Wholesale Carrier Services, Inc.)	
)	JOINT APPLICATION
and)	
)	
BCM One Group Holdings, Inc.)	
)	
for Approval of a Transfer of Control)	

Wholesale Carrier Services, Inc. (“WCS” or “Transferor”) and BCM One Group Holdings, Inc. (“BCM One Group Holdings” or “Transferee”) (collectively, the “Applicants”), by and through counsel, hereby respectfully request the Public Service Commission of South Carolina (“Commission”) for approval and authority, pursuant to S.C. Code Ann. § 58-9-310 and applicable regulations of the Commission, for the transfer of the ownership of WCS to BCM One Group Holdings.

In support of their joint application, the Applicants respectfully submit the following:

I. THE APPLICANTS.

A. Wholesale Carrier Services.

WCS is a corporation organized under the laws of the State of Florida.¹ It is registered with the South Carolina Secretary of State as a foreign business corporation.² WCS provides enterprise

¹ Florida Department of State, Division of Corporations, Document No. P96000042828 (May 20, 1996). WCS’s current status is active.

² South Carolina Secretary of State, effective date, Dec. 14, 2001. WCS is currently in good standing.

solutions to businesses. It offers Time Division Multiplexing (“TDM”) and Internet Protocol-based voice services, and other connectivity services.

WCS has been issued a Certificate of Public Convenience and Necessity by the Commission to provide resold and facilities-based local exchange and intrastate interexchange telecommunications services within the State of South Carolina.³ The principal office of WCS is located at 12350 NW 39th Street, Coral Springs, Florida 33065. The telephone number of WCS is (888) 940-5600.

B. BCM One Group Holdings, Inc.

BCM One Group Holdings is incorporated in Delaware, the Certificate of Incorporation having been filed in the Office of the Secretary of the State of Delaware on September 14, 2018, Registration No. 7046551. The principal office of BCM One Group Holdings is located at 7676 Forsyth Blvd., Suite 2700, St. Louis, Missouri 63105. A controlling interest in BCM One Group Holdings is held by Thompson Street Capital Partners V, L.P. (“Thompson Street”). The location of the principal office of Thompson Street is the same as that of BCM One Group Holdings.

Thompson Street is a limited partnership and is part of a privately held investment firm based in St. Louis, Missouri. The firm was founded in 2000 and has acquired more than 150 companies and managed more than \$2.6 billion in equity. Thompson Street specializes in growth capital, recapitalizations, management buyouts, and private investments in middle market companies. Thompson Street invests in companies to ensure that they are positioned for continued

³ *In re Application of Wholesale Carrier Services, Inc. for a Certificate of Public Convenience and Necessity to Provide Interexchange and Local Exchange Telecommunications within the State of South Carolina; and for Alternative and Flexible Regulation*, Docket No. 2002-23-C, Order Granting Certificate, Order No. 2002-365 (May 13, 2002). WCS currently has Local service, long distance service, and carrier’s carrier tariffs on file with the Commission.

growth in their markets. The General Partner of Thompson Street is Thompson Street Capital V GP, L.P., a Delaware limited partnership.

II. DESCRIPTION OF THE TRANSACTION.

On February 23, 2021, BCM One Group Holdings and the owners of WCS entered into a Share Purchase Agreement for BCM One Group Holdings (together with Thompson Street and its co-investors) to acquire WCS. Pursuant to the Share Purchase Agreement, WCS will be acquired by BCM One Group Holdings, indirectly through one of its wholly-owned subsidiaries, BCM One, Inc. (“BCM One”), a New York corporation.⁴ Thompson Street holds approximately 70% of the equity and voting interests both BCM One Group Holdings.

The remaining approximately 30% of BCM One Group Holdings and BCM One is held separately and independently by certain individual investors, certain lender co-investors, and other commercial partners. Except for Thompson Street, no interest holder ultimately has equity or voting shares of 10% or greater in BCM One Group Holdings or BCM One.

Thompson Street is a Delaware Limited Partnership. Its general partner is Thompson Street Capital V GP, L.P. No limited partner in Thompson Street owns more than 10% of the equity of Thompson Street Capital Partners V, L.P.

Thompson Street Capital V GP, L.P. is a Delaware Limited Partnership. Its general partner is Thompson Street Capital LLC, a Delaware Limited Liability Company, and its sole member is James A. Cooper.

⁴ Regardless of the intervening subsidiaries in the vertical ownership chain, WCS will be subject to the control of Thompson Street. BCM One, formerly known as McGraw Communications, Inc., is a corporation engaged in the telecommunications business and duly organized and incorporated under the laws of the State of New York. NYS Department of State, Division of Corporations, DOS ID No. 2042126 (June 25, 1996). BCM One’s current status is active. It also is registered with the South Carolina Secretary of State as a foreign corporation in good standing. South Carolina Secretary of State, effective date, Oct. 29, 2003.

One of Thompson Street Capital V GP, L.P.'s limited partners, Thompson Street Capital Manager LLC, a Delaware limited liability company, owns approximately 16.9% of the equity of Thompson Street Capital V GP, L.P. The only other limited partners that own more than 10% of the equity of Thompson Street Capital V GP, L.P. are James A. Cooper and Robert C. Dunn.

Exhibit A and **Exhibit B** are charts depicting the disclosable ownership structure and ownership structure of WCS pre-closing and post-closing.

Several members of WCS's current management team will remain with WCS, continuing to direct its day-to-day operations. This will ensure that WCS's business decisions going forward will be guided by an experienced team with a proven record in the telecommunications field and with detailed knowledge and experience concerning the operations of WCS.

The transaction thus will join together the strength and success of WCS's performance in telecommunications markets with Thompson Street's management and financial expertise. The Applicants expect that the transaction will enable WCS to achieve measurable growth in its business operations, while also developing and implementing enhanced operating efficiencies.

III. CONTACT INFORMATION.

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IV. PUBLIC INTEREST STATEMENT; IMPACT ON CUSTOMERS.

The proposed transaction will advance the public interest. The transfer of control will not involve any assignment of operating authority, assets, or customers. As noted in Section II., *supra*, WCS will benefit from the additional capital, in addition to Thompson Street's financial and managerial expertise, to better serve its existing customers and compete more effectively in the marketplace. Services will continue to be provided by experienced and qualified personnel.

Upon closing, WCS will continue to provide competitive and innovative services to existing customers in South Carolina at the same rates, terms, and conditions and in the same geographic areas as currently provided. Market conditions will determine any future changes in the rates, terms, or conditions of service, and will only be undertaken in a manner consistent with any applicable South Carolina and federal rules and regulations. The transaction is not intended—or expected—to result in the discontinuance, reduction, loss, or impairment of service to any customer.

The proposed transaction also will not harm competition in South Carolina. Only a small percentage of the telecommunications services available in the state are provided by WCS, even if combined with other entities BCM One Group Holdings directly or indirectly controls. Moreover, the market for telecommunications services is fiercely competitive among these types of providers. In all cases, the affected markets in South Carolina will continue to be served by a dominant local exchange carrier that is not a party to the transaction.

WCS will use the improvements resulting from the acquisition, among other things, to pursue the continued development of telecommunications technologies for use by its customers, including integrated, global voice, video, and instant messaging services, among other business services.

V. CONCLUSION.

The Applicants respectfully submit that the proposed transfer of control serves the public interest. The transfer of control will not involve any assignment of operating authority, assets, or customers.

As the Applicants have explained, the proposed transfer of control will enhance competition that benefits WCS's business consumers that have access to enterprise solutions, including TDM and Internet Protocol-based voice services, and other connectivity services. These benefits include competitive pricing and increased availability of a variety of service options, enabling WCS to better serve its customers and compete more effectively in the marketplace.

Finally, as noted in Section IV., *supra*, the transfer of control will be seamless to WCS's customers in South Carolina because there will be no changes in the WCS's business practices, customer service offerings, and/or customer billing.

Wherefore, for the foregoing reasons, the Applicants respectfully request the Commission's approval and authority for the transfer of control of Wholesale Carrier Services, Inc., to BCM One Group Holdings.

Respectfully submitted,

s/ Charlie Terreni

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EXHIBIT A

Pre-Close Disclosable Ownership

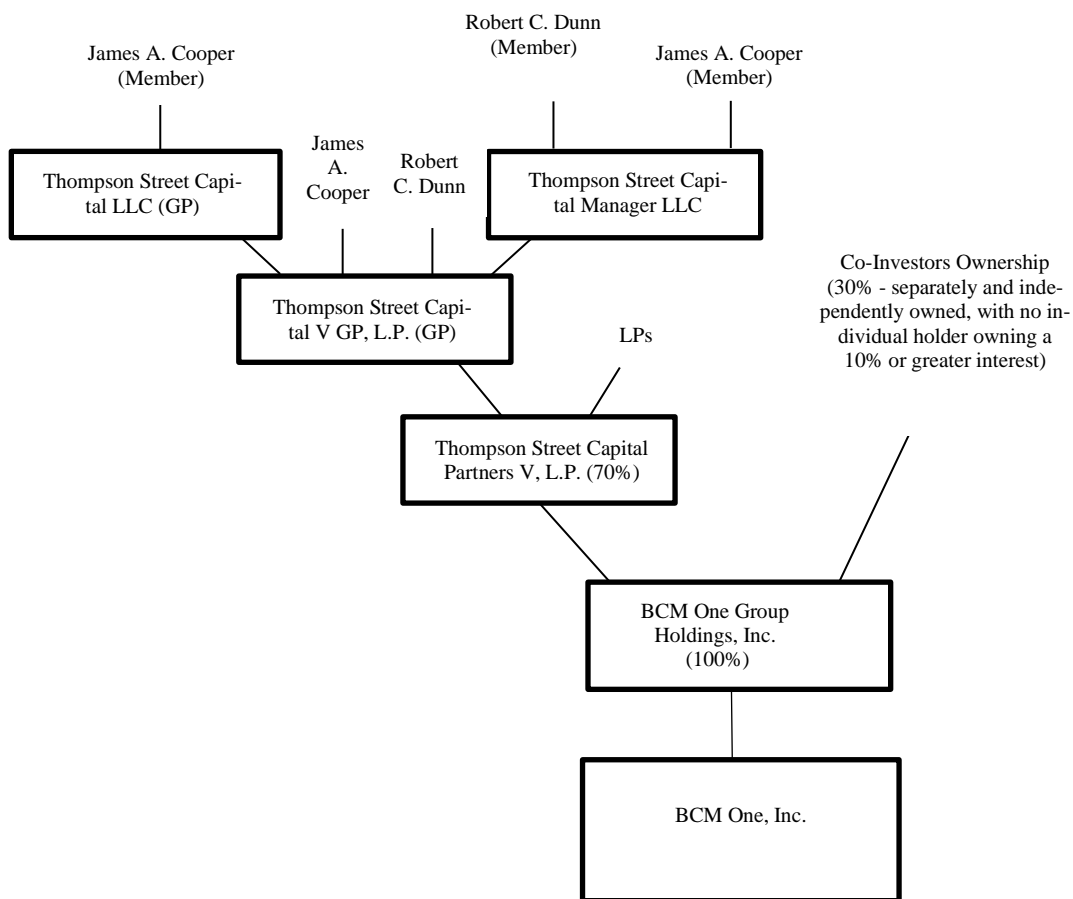


EXHIBIT B

Post-Close Disclosable Ownership of WCS

